

SCHEDULE 14A
(RULE 14A-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934

Filed by the registrant /X/

Filed by a party other than the registrant / /

Check the appropriate box:

/ / Preliminary proxy statement / / Confidential, for Use of the
Commission Only (as permitted by
Rule 14a-6(e)(2))

/X/ Definitive proxy statement

/ / Definitive additional materials

/ / Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12
TRIMAS CORPORATION

(Name of Registrant as Specified in Its Charter)
TRIMAS CORPORATION

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

/X/ \$125 per Exchange Act Rule 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(i)(2) or
Item 22(a)(2) of Schedule 14A.

/ / \$500 per each party to the controversy pursuant to Exchange Act Rule
14a-6(i)(3).

/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to
Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is
calculated and state how it was determined):

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0-11(a)(2) and identify the filing for which the offsetting fee was paid
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the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date filed:

[TRIMAS CORPORATION LOGO]

315 East Eisenhower Parkway
Ann Arbor, Michigan 48108

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of TriMas Corporation:

The Annual Meeting of Stockholders of TriMas Corporation will be held at the Sheraton Inn of Ann Arbor, 3200 Boardwalk, Ann Arbor, Michigan 48108, on Wednesday, May 15, 1996, at 11:00 A.M., Eastern daylight time. The purposes of the meeting, which are set forth in detail in the accompanying Proxy Statement, are:

1. To elect two Class II Directors;
2. To consider and act upon the ratification of the selection of Coopers & Lybrand L.L.P. as independent auditors for the Company for the year 1996; and
3. To transact such other business as may properly come before the meeting.

The Board of Directors has fixed the close of business on March 29, 1996, as the record date for the determination of stockholders entitled to notice of and to vote at the meeting and at any adjournment thereof.

Your attention is called to the accompanying Proxy Statement and Proxy. Whether or not you plan to be present at the meeting, you are requested to sign and return the Proxy in the enclosed envelope to which no postage need be affixed if mailed in the United States. Your prompt attention will be appreciated. Prior to being voted, the Proxy may be withdrawn in the manner specified in the Proxy Statement.

By Order of the Board of Directors

/s/ Eugene A. Gargaro, Jr.

EUGENE A. GARGARO, JR., Secretary

April 11, 1996

PROXY STATEMENT

TO BE MAILED ON OR ABOUT APRIL 11, 1996

ANNUAL MEETING OF STOCKHOLDERS OF
TRIMAS CORPORATION

MAY 15, 1996

GENERAL INFORMATION

The solicitation of the enclosed Proxy is made by the Board of Directors of TriMas Corporation for use at the Annual Meeting of Stockholders of the Company to be held at the Sheraton Inn of Ann Arbor, 3200 Boardwalk, Ann Arbor, Michigan 48108, on Wednesday, May 15, 1996, at 11:00 A.M., Eastern daylight time, and at any adjournment thereof.

The expense of this solicitation will be borne by the Company. Solicitation will be by use of the mails, and executive officers and other employees of the Company may solicit Proxies, without extra compensation, personally and by telephone and other means of communication. The Company will also reimburse brokers and other persons holding Company Common Stock in their names or in the names of their nominees for their reasonable expenses in forwarding Proxies and Proxy materials to beneficial owners.

Stockholders of record as of the close of business on March 29, 1996, will be entitled to vote at the meeting. Each share of outstanding Company Common Stock is entitled to one vote. As of March 29, 1996, there were 36,535,914 shares of Company Common Stock, \$.01 par value, outstanding and entitled to vote. Presence in person or by proxy of holders of a majority of outstanding shares of Company Common Stock will constitute a quorum at the meeting. Broker non-votes and abstentions will be counted toward the establishment of a quorum. The Company has been advised that Masco Corporation, MascoTech, Inc. and Directors and executive officers of the Company hold in the aggregate approximately 57 percent of Company Common Stock and intend to vote their shares in favor of the nominees, for ratification of the selection of Coopers & Lybrand L.L.P. and in accordance with the recommendations of the Company's Board of Directors on any other matters.

The shares represented by the Proxy will be voted as instructed if received in time for the meeting. Any person signing and mailing the Proxy may, nevertheless, revoke it at any time before it is exercised by written notice to the Company (Attention: Eugene A. Gargaro, Jr., Secretary) at its executive offices at 315 East Eisenhower Parkway, Ann Arbor, Michigan 48108, or at the Annual Meeting.

ELECTION OF DIRECTORS

Two Directors, constituting one-third of the Board of Directors, are to be elected at the meeting. The nominees, if elected, will serve as Class II Directors for a term expiring at the 1999 Annual Meeting or until their respective successors are elected and qualified. The Class I and Class III Directors will continue in office for their respective terms. The Board of Directors proposes the re-election of Richard A. Manoogian and Herbert S. Amster to serve as Class II Directors and expects that the persons named as proxies in the Proxy will vote the shares represented by each Proxy for the election as Directors of such nominees unless a contrary direction is indicated. If prior to the meeting either nominee is unable or unwilling to serve as a Director, which the Board of Directors does not expect, the persons named as proxies will vote for such alternate nominee, if any, as may be recommended by the Board of Directors.

Assuming a quorum is present, Directors are elected by a plurality of the votes cast by the holders of Company Common Stock. The two individuals who receive the largest number of votes cast will be elected as Directors; therefore, shares not voted (whether due to abstention or broker non-vote) do not affect the election of Directors.

Information concerning the nominees and continuing Directors is set forth below.

NAME, AGE, PRINCIPAL OCCUPATION AND DIRECTORSHIPS OF OTHER PUBLICLY REGISTERED COMPANIES	HAS SERVED AS A DIRECTOR SINCE	SHARES OF COMPANY COMMON STOCK BENEFICIALLY OWNED AS OF MARCH 1, 1996

CLASS I (TERM TO EXPIRE AT 1998 ANNUAL MEETING)		
Brian P. Campbell, 55 President of the Company; Director of Kaydon Corporation	1986	1,387,534
John A. Morgan, 65 Partner, Morgan Lewis Githens & Ahn, investment bankers; Director of FlightSafety International, Inc., Masco Corporation, MascoTech, Inc. and McDermott International, Inc.	1989	8,000
CLASS II (NOMINEES FOR TERM TO EXPIRE AT 1999 ANNUAL MEETING)		
Richard A. Manoogian, 59 Chairman of the Board of the Company, Chairman of the Board and Chief Executive Officer of Masco Corporation and MascoTech, Inc.; Director of First Chicago NBD Corporation	1986	1,801,852
Herbert S. Amster, 61 Chairman, Industrial Technology Institute, a manufacturing research organization; Director of Jacobson Stores Inc.	1989	22,500
CLASS III (TERM TO EXPIRE AT 1997 ANNUAL MEETING)		
Eugene A. Gargaro, Jr., 54 Vice President and Secretary of Masco Corporation; Director of Allied Digital Technologies Corporation and MascoTech, Inc.	1989	70,868
Helmut F. Stern, 76 President, Arcanum Corporation, a private research and development company	1989	512,500

For further information concerning beneficial ownership, see "Security Ownership of Management and Certain Beneficial Owners." For further information concerning MascoTech, Inc. and Masco Corporation, see "Certain Relationships and Related Transactions."

Messrs. Campbell, Manoogian, Morgan and Stern have been engaged during the past five years in the occupations listed in the preceding table. Mr. Gargaro was a partner in the law firm of Dykema Gossett PLLC until he became Vice President and Secretary of Masco Corporation in October 1993. Mr. Amster has served since March 1993 as Chairman of the Board of the Industrial Technology Institute, a manufacturing research organization, where he has also served as a director since March 1992. Prior to 1993, Mr. Amster was a private investor.

The Board of Directors held four meetings during 1995. Each Director (other than Messrs. Manoogian and Campbell, who are also Company employees) receives an annual fee of \$25,000 and \$1,000 for each Board of Directors meeting (and committee meeting if not held on a date on which the entire Board holds a meeting) which the Director physically attends. The Audit Committee of the Board of Directors, consisting of Messrs. Amster, Morgan and Stern, held two meetings during 1995. It reviews and acts on reports to the Board with respect to various auditing and accounting matters, including the selection and fees of the Company's independent accountants, the scope of audit procedures, the Company's internal audit program and results, the nature of services to be performed by the independent accountants and the Company's accounting practices. The Compensation Committee of the Board of Directors, consisting of Messrs. Gargaro, Morgan

and Stern, held four meetings during 1995. It establishes and monitors executive compensation and administers and determines awards and options granted under the Company's stock incentive and stock option programs. See "Compensation Committee Report on Executive Compensation." The Board of Directors has not established a separate committee of its members to nominate candidates for election as Directors.

SECURITY OWNERSHIP OF MANAGEMENT
AND CERTAIN BENEFICIAL OWNERS

The following table sets forth information concerning beneficial ownership of Company Common Stock as of March 1, 1996, by (i) all persons known by the Company to be the beneficial owners of five percent or more of Company Common Stock, (ii) each of the Directors, (iii) each of the executive officers, and (iv) all Directors and executive officers as a group. Unless otherwise indicated below, each person exercises sole voting and investment power with respect to the shares they beneficially own.

NAME AND ADDRESS	SHARES OF COMPANY COMMON STOCK BENEFICIALLY OWNED	PERCENTAGE OF COMPANY COMMON STOCK BENEFICIALLY OWNED
MascoTech, Inc. 21001 Van Born Road Taylor, Michigan 48180	15,191,109	41.4%
Masco Corporation 21001 Van Born Road Taylor, Michigan 48180	1,933,708	5.3%
T. Rowe Price Associates, Inc.(1) 100 E. Pratt Street Baltimore, Maryland 21202	2,474,900	6.8%
Herbert S. Amster	22,500	*
Brian P. Campbell(2)(3)	1,387,534	3.8%
Peter C. DeChants(2)	57,750	*
Eugene A. Gargaro, Jr.(4)	70,868	*
Richard A. Manoogian(4)	1,801,852	4.9%
William E. Meyers(2)	68,521	*
John A. Morgan	8,000	*
Helmut F. Stern	512,500	1.4%
All eight Directors and executive officers of the Company as a group (excluding subsidiary, divisional and group executives)(2)(3)(4)	3,927,525	10.7%

* Less than one percent

(1) According to information provided to the Company by T. Rowe Price Associates, Inc. ("Price Associates"), these shares are owned by various individual and institutional investors for which Price Associates serves as investment advisor, with sole power to direct investments and, with respect to 361,300 shares, sole power to vote the shares. For purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial owner of such shares; however, it disclaims that it is, in fact, the beneficial owner of such shares.

(2) Includes shares which may be acquired on or before April 29, 1996 upon exercise of stock options (162,000 shares for Mr. Campbell, 4,000 shares for Mr. Meyers, 20,000 shares for Mr. DeChants, and 186,000 shares for all Directors and executive officers of the Company as a

group) as well as unvested restricted stock award shares issued under the Company's stock incentive plans described under "Compensation of Executive Officers" (128,190 shares for Mr. Campbell, 32,078 shares for Mr. Meyers, 27,064 shares for Mr. DeChants, and 187,332 shares for all Directors and executive officers as a group). Holders exercise neither voting nor investment power over unexercised option shares, and have voting but no investment power over unvested restricted stock award shares.

- (3) Shares owned by Mr. Campbell and by all Directors and executive officers of the Company as a group include 6,000 shares held by a trust for which Mr. Campbell serves as the trustee. As trustee, Mr. Campbell exercises sole voting and investment power with respect to Company Common Stock, but disclaims beneficial ownership of such shares.
- (4) Shares owned by Messrs. Manoogian and Gargaro and by all Directors and executive officers of the Company as a group include in each case 2,000 shares owned by a charitable foundation for which Messrs. Manoogian and Gargaro serve as directors. Shares owned by Mr. Manoogian and by all Directors and executive officers of the Company as a group also include in each case 31,008 shares owned by a charitable foundation for which Mr. Manoogian serves as a director. Shares owned by Mr. Gargaro and by all Directors and executive officers of the Company as a group also include in each case 7,184 shares owned by a charitable foundation for which Mr. Gargaro serves as a director and 11,684 shares held by trusts for which Mr. Gargaro serves as a trustee. The directors of the foundations and the trustees share voting and investment power with respect to Company Common Stock owned by the foundations and trusts, but Messrs. Manoogian and Gargaro each disclaim beneficial ownership of such shares.

Mr. Manoogian, Mr. Campbell, MascoTech, Inc. and Masco Corporation may each be deemed a controlling person of the Company by reason of their respective ownership of shares of the Company's Common Stock, Mr. Manoogian's and Mr. Campbell's positions as Directors and executive officers of the Company and the other matters described under "Certain Relationships and Related Transactions."

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

Compensation Philosophy. The overall focus of TriMas Corporation's compensation program is to enhance shareholder value through attainment of the Company's strategic goals. The executive compensation program is intended to motivate executives by rewarding them for achieving results and, therefore, a significant portion of the total compensation to Company executives is "at risk."

The Compensation Committee of the Board of Directors is composed entirely of outside directors and is responsible for establishing and monitoring executive compensation. The Committee has a subjective approach to compensation and consequently uses its discretion to set executive compensation at levels warranted in its judgment by both external and internal circumstances.

Although the Committee considers a variety of factors when it establishes compensation, it does not weigh them or utilize them in formulas. In general, the relevant factors considered by the Committee are the Company's operating and financial performance (both relative to internal criteria and to the performance of comparable companies); the performance, responsibilities and tenure of individual executives; the competitive environment for skilled executive talent; and general economic conditions and outlook.

The objectives of the Company's executive compensation program are to:

- Support the achievement of desired Company performance by ensuring that an appropriate relationship exists between executive compensation and the creation of long-term shareholder value.
- Provide compensation that will motivate, attract and retain superior management talent and reward performance.

- Align the executive officers' interests with the success of the Company by placing a significant portion of their compensation "at risk."

Executive Officer Compensation Program. The Company's executive officer compensation program is comprised of base salary, annual cash incentive compensation, and long-term incentive compensation in the form of stock options and restricted stock awards. The Compensation Committee reviews the Company's annual and long-term goals when considering compensation of executive officers, but compensation decisions are a function of the Compensation Committee's discretionary judgment rather than the application of plan formulas.

The Committee is familiar with Internal Revenue Code Section 162(m), which limits the deductibility of annual executive compensation in excess of \$1,000,000 for the highest paid executives. The Committee does not anticipate that compensation will exceed such amount for the foreseeable future and therefore has not taken action with respect to this issue. The Committee will continue to review the compensation of the Company's executives and to evaluate the impact of Section 162(m) and regulations issued thereunder.

Base Salary. In determining base salaries, the Committee takes into account individual experience and contributions to the Company's performance, as well as specific issues particular to the Company.

Annual Incentive Compensation. The purpose of the Company's annual incentive compensation program is to provide a direct financial incentive in the form of an annual cash bonus to executive officers to achieve the Company's annual goals and long-term growth and performance.

Long-Term Stock Incentive Program. The Company's 1995 Long Term Stock Incentive Plan provides for the grant of stock options, restricted stock awards and other types of awards in connection with the Company's long-term incentive program for executive officers and key managers. The objectives of the program are to align executive and shareholder long-term interests by creating a strong and direct relationship between executive compensation and shareholder returns. The Committee strongly believes that by providing those individuals who have substantial responsibility for the management and growth of the Company, and the maximizing of shareholder returns, with an opportunity to increase their ownership of Company Common Stock, the best interests of shareholders and executives will be more closely aligned. The Company's stock options and restricted stock awards vest over periods of eight and ten years which increases the long-term aspect of these awards. The Committee considers the history of awards previously granted in determining new grants. As a result of the Company's extended vesting schedule, the dollar value of these stock-based incentives can appreciate to substantial amounts since there is a longer time period for the Company stock price to appreciate. Many other companies have a shorter vesting schedule which enables individuals to receive their incentives in a shorter time period.

Discussion of 1995 Executive Officer Compensation. In considering changes in compensation of executive officers for 1995, the Committee has reviewed compensation levels and both Company and individual performances within the framework of the Company's compensation philosophy, as well as the Company's financial performance during the year, as described above.

Mr. Manoogian, who serves as the Chairman of the Board and is active in Company affairs, is not a full-time employee of the Company. This is reflected in the level of Mr. Manoogian's cash compensation, as well as in the responsibilities and compensation of Mr. Campbell. Mr. Manoogian has not participated in the stock option and restricted stock award program or the Company's retirement or other benefit programs.

Eugene A. Gargaro, Jr., Chairman
John A. Morgan
Helmut F. Stern

COMPENSATION OF EXECUTIVE OFFICERS

SUMMARY COMPENSATION TABLE

The following table summarizes the annual and long-term compensation of the Company's executive officers for 1995, 1994 and 1993.

NAME AND PRINCIPAL POSITION	LONG-TERM COMPENSATION					
	ANNUAL COMPENSATION			AWARDS		ALL OTHER COMPENSATION(2)
	YEAR	SALARY	BONUS	RESTRICTED STOCK AWARDS(1)	SECURITIES UNDERLYING OPTIONS	
Richard A. Manoogian Chairman of the Board	1995	\$100,000	0	0	0	0
	1994	100,000	0	0	0	0
	1993	100,000	0	0	0	0
Brian P. Campbell President	1995	488,000	\$265,000	\$466,000	0	\$34,000
	1994	460,000	265,000	260,000	0	32,000
	1993	436,000	245,000	204,000	0	16,000
William E. Meyers Vice President -- Controller	1995	174,000	83,000	188,000	0	12,000
	1994	162,000	80,000	92,000	0	11,000
	1993	152,000	70,000	58,000	0	10,000
Peter C. DeChants Vice President -- Treasurer	1995	168,000	65,000	171,000	0	11,000
	1994	157,000	63,000	81,000	0	10,000
	1993	148,000	55,000	44,000	0	10,000

(1) This column sets forth the dollar value, as of the date of grant, of awards of restricted stock made in 1995, 1994 and 1993 under the Company's 1995 Long Term Stock Incentive Plan and the Company's 1988 Restricted Stock Incentive Plan. Restricted stock awards granted to date vest over a period of ten years from the date of grant with ten percent of each award vesting annually. In general, vesting is contingent on a continuing employment or consulting relationship with the Company. The plans provide that all shares vest immediately upon death or permanent and total disability of a participant or the occurrence of certain events constituting a change in control of the Company. If a participant incurs an excise tax under Section 4999 of the Internal Revenue Code in connection with such vesting after a change in control, the participant will receive an additional payment as reimbursement for such excise tax. Mr. Manoogian has not participated in either of these plans. The following number of shares were awarded to the participating executive officers in 1995: Mr. Campbell -- 20,040 shares; Mr. Meyers -- 8,040 shares; and Mr. DeChants -- 7,350 shares. As of December 31, 1995, the aggregate number and market value of restricted shares of Company Common Stock held by the participating executive officers were: Mr. Campbell -- 119,930 shares valued at \$2,249,000; Mr. Meyers -- 29,088 shares valued at \$545,000; and Mr. DeChants -- 24,204 shares valued at \$454,000. Recipients of restricted stock awards have the right to receive dividends on unvested shares.

(2) This column includes Company contributions and allocations under the Company's defined contribution retirement plans for each year for the accounts of each of the executive officers other than Mr. Manoogian, who does not participate in these plans.

OPTION YEAR-END VALUE TABLE

The following table sets forth information concerning the value at December 31, 1995, of unexercised options held by each executive officer. Options vest over a period of eight years from the date of grant and expire ten years from the date of grant. In general, vesting is contingent on a continuing

employment or consulting relationship with the Company. Upon the occurrence of certain events constituting a change in control of the Company, all options previously granted immediately become fully exercisable. If a participant incurs an excise tax under Section 4999 of the Internal Revenue Code in connection with such vesting, the participant will receive an additional payment as reimbursement for such excise tax. The value of unexercised options reflects the increase in market value of Company Common Stock from the date of grant through December 31, 1995 (the closing price of Company Common Stock on December 29, 1995, was \$18 3/4 per share). Value actually realized upon exercise by the executive officers will depend on the value of Company Common Stock at the time of exercise.

DECEMBER 31, 1995, OPTION VALUE

NAME	NUMBER OF UNEXERCISED OPTIONS AT DECEMBER 31, 1995		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT DECEMBER 31, 1995	
	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE	EXERCISABLE
Richard A. Manoogian	0	0	0	0
Brian P. Campbell	108,000	152,000	\$ 1,132,500	\$ 1,655,000
William E. Meyers	24,000	16,000	237,000	158,000
Peter C. DeChants	24,000	16,000	237,000	158,000

PENSION PLANS

The executive officers other than Mr. Manoogian participate in pension plans maintained by the Company for certain of its salaried employees. The following table shows estimated annual retirement benefits payable for life at age 65 for various levels of compensation and service under these plans.

PENSION PLAN TABLE

REMUNERATION(2)	YEARS OF SERVICE(1)					
	5	10	15	20	25	30
\$100,000	\$ 5,645	\$ 11,290	\$ 16,935	\$ 22,580	\$ 28,225	\$ 33,870
200,000	11,290	22,580	33,870	45,161	56,451	67,741
300,000	16,935	33,870	50,806	67,741	84,676	101,611
400,000	22,580	45,161	67,741	90,321	112,902	135,482
500,000	28,225	56,451	84,676	112,902	141,127	169,352
600,000	33,870	67,741	101,611	135,482	169,352	203,223

(1) The plans provide for service credit for employment with any of the Company, Masco Corporation, MascoTech, Inc. and their subsidiaries. Vesting occurs after five full years of employment. The benefit amounts set forth in the table above have been converted from the plans' calculated five-year certain and life benefit and are not subject to reduction for social security benefits or for other offsets, except to the extent that pension or equivalent benefits are payable under a Masco Corporation or MascoTech, Inc. plan. The table does not depict Internal Revenue Code ("Code") limitations on tax-qualified plans because one of the plans is a non-qualified plan established by the Company to restore for certain salaried employees (including the executive officers) benefits that are otherwise limited by the Code. Approximate years of credited service for each of the executive officers participating in the plans are: Mr. Campbell -- 22; Mr. Meyers -- 8; and Mr. DeChants -- 6.

(2) For purposes of determining benefits payable, remuneration is equal to the average of the highest five consecutive January 1 annual base salary rates paid by the Company prior to retirement.

Under the Company's Supplemental Executive Retirement and Disability Plan, certain executive officers and other key executives of the Company, or any company in which the Company or a subsidiary owns at least 20 percent of the voting stock, may receive retirement benefits in addition to those provided under the Company's other retirement plans and supplemental disability benefits. Each participant is designated by the Compensation Committee or the Chairman of the Board (and approved by the Compensation Committee in the case of the executive officers) to receive annually upon retirement on or after the age of 65, an amount which, when combined with benefits from the Company's other retirement plans and for most participants any retirement benefits payable by reason of employment by prior employers, equals 60 percent of the average of the participant's highest three years' cash compensation (limited to base salary and regular year-end cash bonus) up to an annual payment which when combined with benefits under the Company's non-qualified plan may not exceed a maximum, currently \$377,454. A participant may also receive supplemental medical benefits. A participant who has been employed at least two years and becomes disabled prior to retirement will receive annually 60 percent of the participant's total annualized cash compensation in the year in which the participant becomes disabled, subject to certain limitations on the maximum payment and reduced by benefits payable pursuant to the Company's long-term disability insurance and similar plans. Upon a disabled participant's reaching age 65, such participant receives the annual cash benefits payable upon retirement, as determined above. A surviving spouse will receive reduced benefits upon the participant's death. Participants are required to agree that they will not engage in competitive activities for at least two years after termination of employment, and if employment terminates by reason of retirement or disability, during such longer period as benefits are received under this Plan. The executive officers other than Mr. Manoogian participate in this Plan.

PERFORMANCE GRAPH

Set forth below is a line graph comparing the cumulative total shareholder return on Company Common Stock against the cumulative total return of the Standard & Poor's 500 Index ("S&P 500 Index") and the Standard & Poor's Manufacturing (diversified industries) Index ("S&P Manufacturing Diversified Index") for the period commencing January 1, 1991, and ending December 31, 1995. The graph assumes investments of \$100 on December 31, 1990, in Company Common Stock, the S&P 500 Index and the S&P Manufacturing Diversified Index, and the reinvestment of dividends.

Measurement Period (Fiscal Year Covered)	TriMas - green	S&P 500	S&P Mfg Diversified grey
1990	100.00	100.00	100.00
1991	134.62	130.00	122.60
1992	223.46	139.67	132.76
1993	377.34	153.53	160.91
1994	311.78	155.50	166.43
1995	295.10	213.21	233.94

The table below sets forth the value, as of December 31 of each of the years indicated, of a \$100 investment made on December 31, 1990, in each of Company Common Stock, the S&P 500 Index and the S&P Manufacturing Diversified Index, and the reinvestment of dividends.

	1990	1991	1992	1993	1994	1995
	-----	-----	-----	-----	-----	-----
TriMas	\$100.00	\$134.62	\$223.46	\$377.34	\$311.78	\$295.10
S&P 500 Index	\$100.00	\$130.00	\$139.67	\$153.53	\$155.50	\$213.21
S&P Manufacturing Diversified Index	\$100.00	\$122.60	\$132.76	\$160.91	\$166.43	\$233.94

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Compensation Committee of the Board of Directors consists of Messrs. Gargaro, Morgan, and Stern. Mr. Gargaro is the Secretary of the Company (although he is not an employee) and is an executive officer of Masco Corporation. Richard A. Manoogian, an executive officer of the Company, is a director of Masco Corporation. Mr. Gargaro has been designated of counsel by his former law firm, Dykema Gossett PLLC, which provides legal services to the Company from time to time, but he receives no compensation from the firm.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Effective October 1, 1988, the Company acquired various businesses (the "MascoTech businesses") and cash from MascoTech, Inc. in exchange for securities of the Company. In a related transaction, Masco Corporation, which prior to such acquisition had an equity ownership interest in the Company, purchased for cash additional Company Common Stock. The Company became a public corporation in February 1989 when approximately 28 percent of the then outstanding shares of Company Common Stock was distributed by Masco Corporation to its stockholders as a special dividend. As part of these transactions, the Company entered into certain agreements with Masco Corporation and MascoTech, Inc.

Under a Corporate Services Agreement, Masco Corporation provides the Company and its subsidiaries with use of Masco Corporation's data processing equipment and services, certain research and development services, corporate administrative staff and other support services in return for the Company's payment of an annual base service fee of .8 percent of its consolidated annual net sales, subject to certain adjustments. This agreement also provides for various license rights and the confidential treatment of certain information which may arise from Masco Corporation's performance of research and development services on behalf of the Company. The Company paid Masco Corporation approximately \$3 million for 1995 under the Corporate Services Agreement, which is terminable by the Company at any time upon at least 90 days notice and by Masco Corporation at the end of any calendar year upon at least 180 days notice.

The Company, Masco Corporation and MascoTech, Inc. have entered into a Corporate Opportunities Agreement to address potential conflicts of interest with respect to future business opportunities. This agreement materially restricts the Company's ability to enter into businesses in which Masco Corporation or MascoTech, Inc. are engaged without their respective consents. This agreement will continue in effect until at least two years after the termination of the Corporate Services Agreement and thereafter will be renewed automatically for one-year periods, subject to termination by any party at least 90 days prior to any such scheduled renewal date.

Under a Stock Repurchase Agreement, Masco Corporation and MascoTech, Inc. have the right to sell to the Company, at fair market value, shares of Company Common Stock under certain circumstances that would result in an increase in their respective ownership percentage of the then outstanding shares of Company Common Stock. Masco Corporation and MascoTech, Inc. have advised the Company that they intend to exercise their respective rights whenever necessary to prevent their ownership interest in Company Common Stock from equaling or exceeding 20 percent in the case of Masco Corporation and 50 percent in the case of MascoTech, Inc., or if Masco Corporation or MascoTech, Inc. then determines such action to be in its respective best interest.

Under an Assumption and Indemnification Agreement, the Company assumed the liabilities and obligations of the MascoTech businesses, including claims and litigation pending at the time of the acquisition or asserted thereafter based on events which occurred prior to October 1, 1988, but excluding certain income tax and other specified liabilities.

The Company acquired several businesses from Masco Corporation in 1990. As part of the transaction, Masco Corporation agreed to indemnify the Company against certain liabilities of the acquired businesses. In 1993 the Company purchased a business from MascoTech, Inc. for a purchase price of \$60 million plus additional payments contingent upon the future level of profitability of the acquired business. MascoTech agreed to indemnify the Company against certain liabilities of the acquired business.

Subject to certain conditions, and upon request, the Company has agreed to file registration statements under the federal securities laws to permit the sale in public offerings of the Company Common Stock held by Masco Corporation and MascoTech, Inc. In addition, the Company entered into arrangements with Masco Corporation and MascoTech, Inc. pursuant to which it has registered

shares of Company Common Stock held by certain of their executives under incentive programs established by those companies. The Company provides indemnification against certain liabilities arising from such transactions.

The Company participates with Masco Corporation and MascoTech, Inc. in a number of national purchasing programs which enable each of them to obtain favorable terms from certain of their service and product suppliers. From time to time, sales of products and services and other transactions may occur among the Company, Masco Corporation and MascoTech, Inc. During 1995, as a result of such sales and transactions, the Company paid approximately \$570,000 to MascoTech, Inc., and Masco Corporation and MascoTech, Inc. paid approximately \$1.8 million and \$3.3 million, respectively, to the Company. Ownership of securities and various other relationships and incentive arrangements may result in conflicts of interest in the Company's dealings with Masco Corporation, MascoTech, Inc. and others. Masco Corporation is the largest stockholder of MascoTech, Inc. and may be deemed to be a controlling person. Three of the six Directors of the Company are persons affiliated with Masco Corporation or MascoTech, Inc. Mr. Manoogian, who owns 4.9 percent of Company Common Stock and is the Company's Chairman of the Board, is also the Chairman of the Board and Chief Executive Officer of both Masco Corporation and MascoTech, Inc. Messrs. Gargaro and Morgan, who are Directors of the Company, are also Directors of MascoTech, Inc. Mr. Morgan is a Director of Masco Corporation, and Mr. Gargaro is the Secretary of MascoTech, Inc. and the Vice President and Secretary of Masco Corporation. Certain officers and other key employees of the Company receive benefits based upon the value of the common stock of Masco Corporation, MascoTech, Inc. and the Company under incentive compensation plans established by Masco Corporation and MascoTech, Inc. Such benefits include options to purchase and long-term restricted stock incentive awards of common stock of Masco Corporation and MascoTech, Inc. under plans comparable to the Company's plans.

The following table sets forth the number of shares of Masco Corporation and MascoTech, Inc. common stock beneficially owned as of March 1, 1996, by the Company's Directors and executive officers and by its Directors and executive officers as a group. Unless otherwise indicated below, each person exercises sole voting and investment power with respect to the shares they beneficially own.

NAME(1)	SHARES OF COMMON STOCK OF MASCO CORPORATION BENEFICIALLY OWNED	SHARES OF COMMON STOCK OF MASCOTECH, INC. BENEFICIALLY OWNED
Richard A. Manoogian(2)(4)(5)(6)	4,428,868	5,111,142
Brian P. Campbell(5)(6)	28,700	1,600
Eugene A. Gargaro, Jr.(2)(3)(5)(6)	2,357,308	160,128
John A. Morgan	1,600	24,000
All eight Directors and executive officers of the Company as a group (excluding subsidiary, divisional and group executives)(2)(3)(4)(5)(6)	4,551,476	5,200,096

(1) Messrs. Amster, Stern, Meyers and DeChants do not own any Masco Corporation or MascoTech, Inc. common stock. Except for Mr. Manoogian, who owns approximately 2.7 percent of Masco Corporation common stock and 9.1 percent of MascoTech, Inc. common stock and Mr. Gargaro, who owns approximately 1.5 percent of Masco Corporation common stock, no Director of the Company owns one percent or more of Masco Corporation or MascoTech, Inc. common stock. Directors and executive officers of the Company as a group own approximately 2.8 percent of Masco Corporation common stock and approximately 9.3 percent of MascoTech, Inc. common stock.

- (2) Shares owned by Messrs. Manoogian and Gargaro and by all Directors and executive officers of the Company as a group include in each case 2,265,000 shares of Masco Corporation common stock and 96,774 shares of MascoTech, Inc. common stock which could be acquired upon conversion of convertible debt securities that are owned by a charitable foundation for which Messrs. Manoogian and Gargaro serve as directors. The directors of the foundation share voting and investment power with respect to the Masco Corporation and MascoTech, Inc. securities owned by the foundation, but Messrs. Manoogian and Gargaro each disclaim beneficial ownership of such securities.
- (3) Shares owned by Mr. Gargaro and by all Directors and executive officers of the Company as a group include in each case 28,448 shares of Masco Corporation common stock and 2,000 shares of MascoTech, Inc. common stock that are owned by a charitable foundation for which Mr. Gargaro serves as a director and 25,530 shares of Masco Corporation common stock and 27,000 shares of MascoTech, Inc. common stock held by trusts for which Mr. Gargaro serves as a trustee, and 4,354 shares of MascoTech, Inc. common stock which could be acquired upon conversion of convertible debt securities owned by the trusts. The directors of the foundation and the trustees share voting and investment power with respect to the Masco Corporation and MascoTech, Inc. securities owned by the foundations and trusts, but Mr. Gargaro disclaims beneficial ownership of such securities.
- (4) Shares owned by Mr. Manoogian and by all Directors and executive officers of the Company as a group include in each case 75,200 shares of Masco Corporation common stock and 202,560 shares of MascoTech, Inc. common stock owned by a charitable foundation for which Mr. Manoogian serves as a director, and 129,032 shares of MascoTech, Inc. common stock which could be acquired upon conversion of convertible debt securities owned by such foundation. In addition, Mr. Manoogian may be deemed to be the beneficial owner of 200,000 shares of MascoTech, Inc.'s \$1.20 Convertible Preferred Stock (1.9 percent of the total issue outstanding) owned by such charitable foundation. Shares owned by Mr. Manoogian and by all Directors and executive officers of the Company as a group include the 161,200 shares of MascoTech, Inc. common stock into which such preferred stock is convertible. The directors of the foundation share voting and investment power with respect to the Masco Corporation and MascoTech, Inc. securities owned by such foundation, but Mr. Manoogian disclaims beneficial ownership of such securities.
- (5) Includes shares of Masco Corporation common stock which may be acquired on or before April 29, 1996 upon exercise of Masco Corporation stock options (1,057,740 shares for Mr. Manoogian, 28,000 shares for Mr. Campbell, 12,000 shares for Mr. Gargaro and 1,097,740 shares for all Directors and executive officers of the Company as a group) and shares of MascoTech, Inc. common stock which may be acquired on or before April 29, 1996 upon exercise of MascoTech, Inc. stock options (700,000 shares both for Mr. Manoogian and for all Directors and executive officers of the Company as a group). Holders exercise neither voting nor investment power over unexercised option shares.
- (6) Includes unvested restricted stock award shares of Masco Corporation common stock issued under Masco Corporation's restricted stock incentive plans (57,387 shares for Mr. Manoogian, 700 shares for Mr. Campbell, 21,656 shares for Mr. Gargaro and 79,743 shares for all Directors and executive officers of the Company as a group) and of MascoTech, Inc. common stock issued under Masco Corporation's restricted stock (Industries) incentive plan (5,000 shares for Mr. Manoogian, 1,600 shares for Mr. Campbell and 6,600 shares for all Directors and executive officers of the Company as a group) and under MascoTech, Inc.'s restricted stock incentive plans (21,840 shares both for Mr. Manoogian and for all Directors and executive officers of the Company as a group). Holders have voting but no investment power over unvested restricted shares.

Mr. Manoogian may be deemed a controlling person of both Masco Corporation and MascoTech, Inc. by reason of his significant ownership of Masco Corporation and MascoTech, Inc. common stock and his positions as Chairman of the Board and Chief Executive Officer of each company.

RATIFICATION OF SELECTION OF
INDEPENDENT PUBLIC ACCOUNTANTS

Upon the recommendation of the Audit Committee, the Board of Directors has selected the independent public accounting firm of Coopers & Lybrand L.L.P. ("Coopers & Lybrand") to audit the Company's financial statements for the year 1996, and is submitting its choice for ratification by stockholders.

Coopers & Lybrand has acted as the Company's independent certified public accounting firm since 1988. During such time, it has performed services of an accounting and auditing nature for the Company as well as for Masco Corporation and MascoTech, Inc. Representatives of Coopers & Lybrand are expected to be present at the meeting, will have the opportunity to make a statement and are expected to be available to respond to appropriate questions.

If the selection is not ratified, the Board of Directors will consider selecting another independent public accounting firm as the independent auditors.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE RATIFICATION OF COOPERS & LYBRAND L.L.P. AS INDEPENDENT AUDITORS FOR THE COMPANY FOR THE YEAR 1996.

STOCKHOLDERS' PROPOSALS

Stockholders' proposals intended to be presented at the 1997 Annual Meeting of Stockholders of the Company must be received by the Company at its address stated above by December 12, 1996, to be considered for inclusion in the Company's Proxy Statement and Proxy relating to such meeting.

OTHER MATTERS

The Board of Directors knows of no other matters to be voted upon at the meeting. If any other matters properly come before the meeting, it is the intention of the proxies named in the enclosed Proxy to vote the shares represented thereby with respect to such matters in accordance with their best judgment.

By Order of the Board of Directors

/s/ Eugene A. Gargaro, Jr.

EUGENE A. GARGARO, JR.
Secretary

Ann Arbor, Michigan
April 11, 1996

[TRIMAS CORPORATION LOGO]

- (1) Election of Directors FOR all nominees listed below /x / WITHHOLD AUTHORITY to vote for all nominees listed below /x / EXCEPTIONS /x /

Class II Directors to hold office until the 1999 Annual Meeting of Stockholders or until their respective successors are elected and qualified:
 Nominees: RICHARD A. MANOOGIAN and HERBERT S. AMSTER
 (INSTRUCTIONS: To withhold authority to vote for either nominee mark the "Exceptions" box and strike a line through that nominee's name.)

- (2) Ratification of the selection of Coopers & Lybrand L.L.P. as independent auditors for the Company for the year 1996. (3) In their discretion upon such other business as may properly come before the meeting.
- FOR /x / AGAINST /x / ABSTAIN /x / Change of Address and or Comments Mark Here /x /

The shares represented by this Proxy will be voted in accordance with the specifications above. IF SPECIFICATIONS ARE NOT MADE, THE PROXY WILL BE VOTED FOR THE ELECTION OF BOTH NOMINEES AND FOR THE RATIFICATION OF THE SELECTION OF COOPERS & LYBRAND L.L.P.

The undersigned acknowledges receipt of the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement.

Please sign exactly as name appears at left. Executors, administrators, trustees, et al. should so indicate when signing. If the signature is for a corporation, please sign the full corporate name by an authorized officer. If the signature is for a partnership, please sign the full partnership name by an authorized partner. If shares are registered in more than one name, all holders must sign.

Dated: _____ 1996

_____(L.S.)
 Signature

_____(L.S.)
 Signature

PLEASE SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

VOTES MUST BE INDICATED (X) IN BLACK OR BLUE INK. /x /

PROXY FOR ANNUAL MEETING OF STOCKHOLDERS TO BE HELD MAY 15, 1996
 TRIMAS CORPORATION
 PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned, hereby revoking any Proxy heretofore given, appoints RICHARD A. MANOOGIAN and EUGENE A. GARGARO, JR. and each of them attorneys and proxies for the undersigned, each with full power of substitution, to vote the shares of Company Common Stock registered in the name of the undersigned to the same extent the undersigned would be entitled to vote if then personally present at the Annual Meeting of Stockholders of TriMas Corporation to be held at the Sheraton Inn of Ann Arbor, 3200 Boardwalk, Ann Arbor, Michigan 48108, on Wednesday, May 15, 1996, at 11:00 A.M., Eastern daylight time, and at any adjournment thereof.

(Continued and to be signed and dated on other side.)

TRIMAS CORPORATION
 P.O. BOX 11253
 NEW YORK, N.Y. 10203-0253